

RECORDATION NO. 24428-I FILED

NOV 03 '06

2-18 PM

SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 500  
Rosemont, IL 60018-4214

VIA UPS 2<sup>nd</sup> DAY AIR

November 1, 2006

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 13, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24428.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: FGDI, L.L.C.  
19901 N. Dixie Hwy.  
Bowling Green, OH 43402

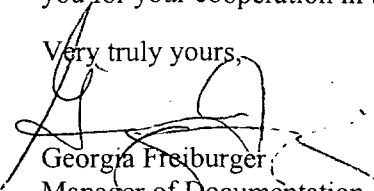
A description of the railroad equipment covered by the enclosed document is twenty-five (25) 4600/4750 cu. ft. covered hopper cars, with FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(FGDI019)

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ASSGN. NO.: FGDI019

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 13<sup>th</sup> day of October, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and FGDI, L.L.C., ("Lessee"), a limited liability corporation.

## WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 22, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 18 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 30, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
Vice President Sales & MarketingBy: Susan Grokulska

Title: \_\_\_\_\_

Name: SUSAN GROKULSKYTitle: MGR. OF DOCUMENTATION Executed on this 13<sup>th</sup> day of October, 2006.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

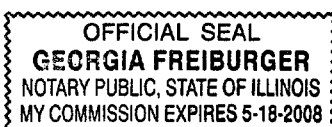
WITNESS my hand and official stamp or seal, this 13<sup>th</sup> day of October, 2006

Notary Public

My Commission Expires:

5-2008

(Notary Public)



**LESSEE:**

FGDI, L.L.C.

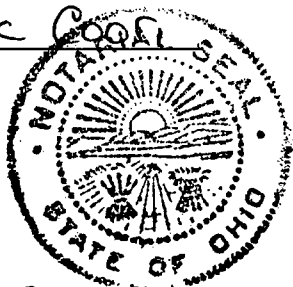
ATTEST:

By: Robert Obrick  
Name: Robert Obrick  
Title: VP COO

By: Debra K. Baker-Croke  
Name: Debra K. Baker-Croke  
Title: Logistic

Executed on this 27<sup>TH</sup> day of SEPTEMBER 2006

[CORPORATE SEAL]



STATE OF OHIO

COUNTY OF WOOD

I, DONALD EUGENE FINN, a Notary Public of the County and State aforesaid, certify that ROBERT OBRICK personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27<sup>TH</sup> day of SEPTEMBER, 2006.

Donald Eugene Finn  
Notary Public

Commission Expires:

5/22/08  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

- I.     NUMBER OF CARS:           Twenty-five (25)
- II.    DESCRIPTION OF CARS:     4600/4750 cubic foot capacity covered hopper cars with gravity discharge gates  
                                          and trough hatches
- III.   CAR NUMBERS:
- FURX   814215  
FURX   823647  
FURX   823658  
FURX   823667  
FURX   823700  
FURX   823702  
FURX   823703  
FURX   823715  
FURX   823722  
FURX   823724  
FURX   823754  
FURX   823790  
FURX   823797  
FURX   823810  
FURX   823812  
FURX   823820  
FURX   823822  
FURX   823824  
FURX   823826  
FURX   823835  
FURX   823839  
FURX   833166  
FURX   833218  
FURX   833237  
FURX   833257  
Count:        25